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*Attorneys for the Chartis Specialty Insurance Company
and Lexington Insurance Company*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

MOTORS LIQUIDATION COMPANY,
et al.,

Debtors.

Chapter 11 Cases
Case No. 09-50026 (REG)

(Jointly Administered)

STATE OF NEW YORK,
COUNTY OF NEW YORK.

**DECLARATION OF BRYAN D. LEINBACH IN SUPPORT OF OPPOSITION
OF CHARTIS SPECIALTY INSURANCE COMPANY AND LEXINGTON
INSURANCE COMPANY TO THE REORGANIZED DEBTOR'S
SUPPLEMENTAL AMENDED CLAIMS OBJECTION TO PROOF OF CLAIM
NUMBER 71242 (THE "MOTION")
AND CROSS-MOTION TO COMPEL ARBITRATION**

BRYAN D. LEINBACH, pursuant to 28 U.S.C. §1746, declares:

1. I am an attorney admitted to practice before this Court and
associated with the law firm of Zeichner Ellman & Krause LLP, attorneys for Chartis
Specialty Insurance Company (f/k/a American International Specialty Lines Insurance

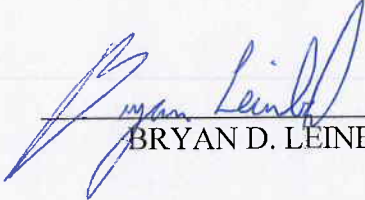
Company) and Lexington Insurance Company (“**Chartis**”). I make this Declaration in support of Chartis’ opposition to the Motion and cross-motion to compel arbitration.

2. Attached as Exhibit A is a copy of a Payment Agreement between Chartis Specialty Insurance Company and the Reorganized Debtor Motors Liquidation Company, formerly known as General Motors Corporation’s (“**Old GM**”).

3. Attached as Exhibit B is a copy of a Payment Agreement between Lexington Insurance Company and Old GM.

4. No prior application has been made for the relief requested herein. I declare under penalties of perjury that the foregoing is true and correct.

Dated: December 1, 2011


BRYAN D. LEINBACH